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# **MERDEKA**

## **MERDEKA RESOURCES HOLDINGS LIMITED**

**(萬德資源集團有限公司\*)**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8163)

### **COMPLETION OF SM PLACING**

The Board is pleased to announce that the conditions set out in the SM Placing Agreement have been fulfilled and completion of the SM Placing took place on 30 January 2014 in accordance with the terms and conditions of the SM Placing Agreement.

An aggregate of 150,000,000 SM Placing Shares, representing approximately 28.00% of the issued share capital of the Company as at the date of this announcement taking into account the issue of such SM Placing Shares, have been successfully placed to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties. The Company received net proceeds of approximately HK\$22.55 million from the SM Placing.

Reference is made to the announcement of Merdeka Resources Holdings Limited (“Company”) dated 6 December 2013 (“Announcement”) and the circular of the Company dated 13 January 2014 (“Circular”) in relation to, amongst other things, the SM Placing under the Specific Mandate. Capitalised terms used in this announcement shall have the same meanings as defined in the Announcement and the Circular unless otherwise stated.

The Board is pleased to announce that the conditions set out in the SM Placing Agreement have been fulfilled and completion of the SM Placing took place on 30 January 2014 in accordance with the terms and conditions of the SM Placing Agreement. An aggregate of 150,000,000 SM Placing Shares, representing approximately 28.00% of the issued share capital of the Company as at the date of this announcement taking into account the issue of such SM Placing Shares, have been successfully placed to not less than six Placees at the Placing Price of HK\$0.156 per SM Placing Share.

*\* for identification purposes only*

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, (i) each of the Placees and where appropriate, their respective ultimate beneficial owners, is an Independent Third Party; and (ii) none of the Placees becomes a substantial shareholder of the Company upon completion of the SM Placing.

The net proceeds from the SM Placing are approximately HK\$22.55 million.

## EFFECTS ON SHAREHOLDING STRUCTURE

The table below set out the changes to the shareholding structure of the Company as a result of completion of the SM Placing:

Shareholders	Immediately before the SM Placing		Immediately after the SM Placing	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Cheung Wai Yin, Wilson <i>(note 1)</i>	52,797,500	13.68	52,797,500	9.85
Lau Chi Yan, Pierre <i>(note 2)</i>	2,125,000	0.55	2,125,000	0.40
Au Kai To, Karel	20,000,000	5.18	20,000,000	3.73
Manistar Enterprises Limited	33,294,101	8.63	33,294,101	6.21
The Placees of the SM Placing <i>(note 3)</i>	-	-	150,000,000	28.00
Other public Shareholders	<u>277,633,614</u>	<u>71.96</u>	<u>277,633,614</u>	<u>51.81</u>
Total	<u>385,850,215</u>	<u>100.00</u>	<u>535,850,215</u>	<u>100.00</u>

*notes:*

- The interests disclosed includes 52,500,000 Shares held by Ivana, which is wholly owned by Mr. Cheung. The remaining 297,500 Shares are held by Mr. Cheung personally.*
- Mr. Lau Chi Yan, Pierre is a Director.*
- It is a term of the SM Placing Agreement that none of the Placees shall become a substantial shareholder of the Company upon the completion of the SM Placing.*

By Order of the Board of  
**MERDEKA RESOURCES HOLDINGS LIMITED**  
**Cheung Wai Yin, Wilson**  
*Chairman and Chief Executive Officer*

Hong Kong, 30 January 2014

As at the date of this announcement, the Directors are:

*Executive Directors:*

Mr. Cheung Wai Yin, Wilson (*Chairman and Chief Executive Officer*)

Mr. Lau Chi Yan, Pierre (*Managing Director*)

*Non-executive Director:*

Mr. Wong Chi Man

*Independent Non-executive Directors:*

Ms. Yeung Mo Sheung, Ann

Mr. Ng Kay Kwok

Mr. Yip Kat Kong, Kenneth

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at <http://www.hkgem.com> on the "Latest Listed Company Information" page for at least seven days from the day of its publication and posting and will be published and remains on the website of the Company at <http://www.merdeka.com.hk>.*